



溫州康寧醫院股份有限公司  
Wenzhou Kangning Hospital Co., Ltd.  
(A joint stock limited liability company incorporated in the People's Republic of China)  
Stock code: 2120

**FORM OF PROXY FOR THE FIRST H SHAREHOLDERS'  
CLASS MEETING FOR THE YEAR 2020  
OR ANY ADJOURNMENT THEREOF**

Number of H shares to which this form of proxy relates <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup> \_\_\_\_\_

of (address) \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ H share(s) <sup>(Note 3)</sup> of RMB1.00 each in the share capital of Wenzhou Kangning Hospital Co., Ltd. (the "Company"), hereby appoint **THE CHAIRMAN OF THE MEETING**

or <sup>(Note 4)</sup> \_\_\_\_\_ of (address) \_\_\_\_\_ as my/our proxy to attend at the first H shareholders' class meeting of the Company for the year 2020 (the "H Shareholders' Class Meeting") (or at any adjournment thereof) to be held at Conference Room, 12th Floor, Building No. 1, Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang Province, the People's Republic of China (the "PRC") on Monday, March 9, 2020 immediately after the first extraordinary general meeting of the Company for the year 2020 or any adjournment thereof and the first domestic shareholders' class meeting of the Company for the year 2020 or any adjournment thereof to be convened and held on the same day at the same place for the purpose of considering and, if thought fit, passing the following resolution as set out in the Company's notice of the H Shareholders' Class Meeting dated January 23, 2020, and vote for me/us in respect of the resolution as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To consider and approve the proposed grant of a general mandate to the Board to partially repurchase H Shares.			

Dated this day of \_\_\_\_\_ 2020

Signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the number of H share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the H shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) are to be inserted in **BLOCK LETTERS**.
- Please insert the number of H share(s) registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, please strike out "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the H Shareholders' Class Meeting. A proxy need not be a shareholder of the Company but must attend the H Shareholders' Class Meeting in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR" OR COMPLETE THE NUMBER OF H SHARE(S) REGISTERED IN YOUR NAME. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST" OR COMPLETE THE NUMBER OF H SHARE(S) REGISTERED IN YOUR NAME. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "ABSTAIN" OR COMPLETE THE NUMBER OF H SHARE(S) REGISTERED IN YOUR NAME.** Failure to complete any or all of the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the H Shareholders' Class Meeting other than those referred to in the notice of the H Shareholders' Class Meeting. The votes abstained will be counted in the calculation of the required majority.
- This form of proxy for the H Shareholders' Class Meeting must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of its director(s) or duly authorized attorney. In case of joint shareholders for any share, any one of such joint holders may sign this form of proxy.
- In order to be valid, this form of proxy for the H Shareholders' Class Meeting must be deposited by hand or by mail to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time for holding the H Shareholders' Class Meeting (i.e. at 9:00 a.m. on Sunday, March 8, 2020) (or any adjournment thereof) for taking the poll. If the form of proxy is signed by a person under a power of attorney or other document(s) of authorization, a notarial copy of that power of attorney or other document(s) of authorization shall be deposited at the same time as mentioned above in the form of proxy.
- Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at any meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Completion and return of the form of proxy for the H Shareholders' Class Meeting will not preclude shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings should they so wish.